

Lhotka Charles E
 Form 3
 November 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Lhotka Charles E</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL GROWTH PROPERTIES INC,Â 110 NORTH WACKER DRIVE</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60606</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/07/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>General Growth Properties, Inc. [GGP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Asset Management</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	33,554 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	Â (2)	02/22/2012	Common Stock	36,392	\$ 46.9491	D	Â
Stock Options (Right to Buy)	Â (3)	11/10/2020	Common Stock	32,365	\$ 14.73	D	Â
Stock Options (Right to Buy)	Â (4)	08/02/2021	Common Stock	50,000	\$ 15.32	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lhotka Charles E C/O GENERAL GROWTH PROPERTIES INC 110 NORTH WACKER DRIVE CHICAGO, IL 60606	Â	Â	Â EVP, Asset Management	Â

Signatures

/s/ Charles E.
Lhotka

11/10/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 32,365 restricted shares granted under the General Growth Properties, Inc. 2010 Equity Incentive Plan. The grant vests one-fifth on each of the first five anniversaries of the November 10, 2010 grant date.

On November 9, 2010, Issuer became the successor of GGP, Inc. (f/k/a General Growth Properties, Inc.) ("Old GGP" pursuant to a merger of Old GGP with an indirect, wholly-owned subsidiary of Issuer. The merger resulted in Issuer becoming an indirect parent company of Old GGP. On November 9, 2010, the Reporting Person' outstanding options to acquire shares of Old GGP common stock were converted, among other things, into options to acquire the same number of shares of Issuer common stock. Original grant date was February 22, 2007. Options were fully vested as of November 9, 2010.
 - (2) Options were granted under the General Growth Properties, Inc. 2010 Equity Incentive Plan. The grant vests 20% on each of the first five anniversaries of the November 10, 2010 grant date.
 - (3) Options were granted under the General Growth Properties, Inc. 2010 Equity Incentive Plan. The grant vests 20% on each of the first five anniversaries of the August 2, 2011 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.